

Houghton Mifflin Harcourt Co
Form POS AM
April 30, 2015

As filed with the Securities and Exchange Commission on April 30, 2015

Registration No. 333-194862

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE
AMENDMENT NO. 1 TO
FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Houghton Mifflin Harcourt Company
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of

2731
(Primary Standard Industrial

27-1566372
(I.R.S. Employer

Incorporation or Organization)

Classification Code Number)

Identification Number)

222 Berkeley Street

Boston, MA 02116

(617) 351-5000

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

William F. Bayers, Esq.

Executive Vice President, Secretary and General Counsel

Houghton Mifflin Harcourt Company

222 Berkeley Street

Boston, MA 02116

(617) 351-5000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

John C. Kennedy, Esq.

Paul, Weiss, Rifkind, Wharton & Garrison LLP

1285 Avenue of the Americas

New York, NY 10019-6064

(212) 373-3000

Approximate date of commencement of proposed sale to the public: Not applicable.

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If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. ``

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ``

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ``

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ``

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒

Accelerated filer ``

Non-accelerated filer `` (Do not check if a smaller reporting company)

Smaller reporting company ``

DEREGISTRATION OF SHARES

This Post-Effective Amendment No. 1 relates to the Registration Statement on Form S-1 (File No. 333-194862), which became effective on May 12, 2014 (the "Registration Statement"), and is being filed to deregister all unsold shares of common stock of the registrant, Houghton Mifflin Harcourt Company, registered under the Registration Statement, and to terminate the effectiveness of the Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boston, Commonwealth of Massachusetts, on the 30th day of April, 2015.

**HOUGHTON MIFFLIN HARCOURT
COMPANY**

By: /s/ William F. Bayers
 Name: William F. Bayers
 Title: Executive Vice President, Secretary
 and General Counsel

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities, in the locations and on the dates indicated.

Signature	Title	Date
*	President, Chief Executive Officer and Director	April 30, 2015
Linda K. Zecher	(Principal Executive Officer)	
*	Executive Vice President and Chief Financial Officer	April 30, 2015
Eric L. Shuman	(Principal Financial Officer)	
*	Senior Vice President and Corporate Controller	April 30, 2015
Michael Dolan	(Principal Accounting Officer)	
*	Director and Chairman of the Board of Directors	April 30, 2015
Lawrence K. Fish		
*	Director	April 30, 2015
John R. McKernan, Jr.		
*	Director	April 30, 2015
John F. Killian		
*	Director	April 30, 2015
L. Gordon Crovitz		
*	Director	April 30, 2015
Sheru Chowdhry		
*	Director	April 30, 2015

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Jill A. Greenthal

*

Director

April 30, 2015

E. Rogers Novak, Jr.

*

Director

April 30, 2015

Jonathan F. Miller

*By: /s/ William F. Bayers
William F. Bayers

Attorney-in-fact